

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
)	

**STIPULATION ALLOWING GENERAL MOTORS CORPORATION AND ITS
SUBSIDIARIES AND AFFILIATES TO FILE CONSOLIDATED CLAIMS
UNDER ONE CASE NUMBER**

General Motors Corporation (“GM”), a claimant, on the one hand, and Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, debtors and debtors in possession in the above-captioned cases, on the other hand, agree that GM and its subsidiaries and affiliates will be permitted to file consolidated proofs of claim in the above-captioned jointly-administered proceedings under the case caption *In re Delphi Corporation, et al.*, Case No. 05-44481 (RDD). The terms and conditions of this agreement are set forth below:

Background

1. Delphi and forty-one of its direct and indirect subsidiaries and affiliates (collectively, the “Debtors”) filed voluntary petitions under chapter 11 of the Bankruptcy Code. Thirty-nine of the Debtors filed their petitions on October 8, 2005.¹

¹ The thirty-nine cases filed on October 8, 2005 are as follows: *In re Delphi NY Holding Corp.*, *In re Delphi Corporation*, *In re ASEC Manufacturing General Partnership*, *In re Delphi Medical Systems Colorado Corporation*, *In re Delphi China LLC*, *In re ASEC Sales General Partnership*, *In re Delphi Medical Systems Texas Corporation*, *In re Delphi Automotive Systems Overseas Corporation*, *In re Delphi Automotive Systems Korea, Inc.*, *In re Delphi Automotive Systems International, Inc.*, *In re Delphi International Holdings Corp.*, *In re Aspire, Inc.*, *In re Delphi Connection Systems*, *In re Delphi International Services, Inc.*, *In re Environmental Catalysts, LLC*, *In re Specialty Electronics International Ltd.*, *In re Delphi Automotive Systems Thailand, Inc.*, *In re Delco Electronics Overseas Corporation*, *In re Delphi Technologies, Inc.*, *In re Delphi Automotive Systems (Holding), Inc.*, *In re Exhaust Systems*

Three of the Debtors (the “Additional Debtors”) filed their petitions on October 14, 2005.²

2. On October 8, 2005, this Court procedurally consolidated the Debtors’ thirty-nine chapter 11 cases filed at that time, and ordered that they be jointly administered under *In re Delphi Corporation, et. al.*, Case No. 05-44481 (RDD).

3. On October 19, 2005, this Court procedurally consolidated the chapter 11 cases of the Additional Debtors with the chapter 11 cases filed up to that time, and likewise ordered joint administration of them under *In re Delphi Corporation, et. al.*, Case No. 05-44481 (RDD).

Agreement

4. Notwithstanding anything to the contrary set forth in the bar date order entered in this case on April 12, 2006, the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure or the local bankruptcy rules that would otherwise require separate proofs of claim against each of the Debtors, the Debtors and GM expressly agree that the filing of a proof of claim or proofs of claim by GM on behalf of itself and any of its subsidiaries and affiliates in the jointly administered chapter 11 case, Case No. 05-44481 (RDD), shall be deemed to constitute the filing of such proof of claim or proofs of claim

Corporation, In re Delphi Medical Systems Corporation, In re Delphi Diesel Systems Corp., In re Delphi Integrated Service Solutions, Inc., In re Packard Hughes Interconnect Company, In re Delphi Electronics (Holding), LLC, In re Delphi Mechatronic Systems, Inc., In re Specialty Electronics, Inc., In re Delphi Automotive Systems Tennessee, Inc., In re Delphi LLC, In re DREAL, Inc., In re Delphi Automotive Systems Risk Management Corp., In re Delphi Automotive Systems Services LLC, In re Delphi Liquidation Holding Company, In re Delphi Foreign Sales Corporation, In re Delphi Services Holding Corporation, In re Delphi Automotive Systems Human Resources LLC, In re Delphi Automotive Systems Global (Holding), Inc., and In re Delphi Automotive Systems LLC.

² The three cases filed on October 14, 2005 were *In re Delphi Furukawa Wiring Systems LLC*, *In re Delphi Receivables LLC*, and *In re Mobilearia, Inc.*

in all of the cases jointly administered under *In re Delphi Corporation, et. al.*, Case No. 05-44481 (RDD). Such proof or proofs of claim shall identify, as to each claim asserted therein, the debtor or debtors against which such claim is being asserted. Nothing in this Stipulation shall affect the obligations of GM and its subsidiaries and affiliates under applicable laws (including, without limitation, the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure) to provide appropriate evidence in support of each claim being asserted and otherwise to satisfy any burden of proof applicable thereto.

5. This Stipulation is intended solely for the purpose of administrative convenience. Except to the extent expressly provided herein, this Stipulation shall not be deemed to constitute an agreement or admission as to the validity of any claims and shall not affect the substantive rights of any of the Debtors, GM, GM subsidiaries or affiliates, or any party in interest with respect to the number, allowance, amount, or priority of GM's claims or those of its subsidiaries or affiliates or with respect to any objection, defense, offset, counterclaim, acceptance or rejection by any of the Debtors related to GM's claims or those of its subsidiaries and affiliates.

6. Unless the Debtors and GM expressly agree otherwise, this Stipulation shall also apply to any amended proofs of claim that GM (whether on behalf of itself and/or any of its subsidiaries and/or affiliates) or its subsidiaries or affiliates may file.

7. The Court shall retain jurisdiction over all matters or disputes
under this Stipulation.

Dated: July 21, 2006
New York, New York

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SO ORDERED, this
21st day of July, 2006

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE